

**SUMMARY OF FIRST INTERIM APPLICATION OF KURTZMAN CARSON
CONSULTANTS, LLC AS ADMINISTRATIVE AGENT FOR THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

This is a(n): ___ monthly X interim ___ final application.

Name of Applicant:

Kurtzman Carson Consultants LLC
 (“Applicant”)

Authorized to Provide Professional
Services to:

Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”)

Date of Retention:

Order entered on July 17, 2012 retaining
Applicant *nunc pro tunc* to May 14, 2012

Period for which Compensation
and Reimbursement is sought:

May 14, 2011² through August 31, 2012
(the “**Application Period**”)

Amount of Compensation Sought as
Actual, Reasonable and Necessary:

\$94,074.00

Amount of Expense Reimbursement
Sought as Actual, Reasonable and
Necessary:

\$0.00

Summary of Monthly Applications for Application Period:¹

Date Served	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% of Requested Fees
7/27/2012	6/1/2012 – 6/30/2012	\$79,853.00	\$0.00	\$0.00	\$0.00	\$15,970.60
8/29/2012	7/1/2012 – 7/31/2012	\$14,221.00	\$0.00	\$0.00	\$0.00	\$2,844.20
	Total:	\$94,074.00	\$0.00	\$0.00	\$0.00	\$18,814.80

¹ The Debtors did not incur any Administrative Agent fees or expenses in May 2012 or August 2012.

Drake D. Foster
KURTZMAN CARSON CONSULTANTS, LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (310) 776-7334
Facsimile: (310) 776-8334

Administrative Agent for the Debtors and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**FIRST INTERIM APPLICATION OF KURTZMAN CARSON
CONSULTANTS, LLC AS ADMINISTRATIVE AGENT FOR THE DEBTORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

For its first interim application for compensation and reimbursement of expenses (the “**Application**”) for the period May 14, 2012 through August 31, 2012 (the “**Application Period**”), Kurtzman Carson Consultants LLC (“**Applicant**”), administrative agent to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 328, 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, effective as of December 4, 2009 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket Nos. 454, 674].

B. Applicant's Retention and Interim Compensation

6. On July 17, 2012, the Court entered its Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent, *Nunc Pro Tunc* to the Petition Date [Docket No. 798] approving Applicant's retention (the "**Retention Order**").

7. The Retention Order authorized KCC to provide the Debtors with the following bankruptcy administrative services, if and to the extent requested (collectively, the "**Administrative Agent Services**") pursuant to that certain Services Agreement entered into by and among the Debtors and KCC: (a) assist with the preparation of the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs ("**Schedules and Statements**"); (b) tabulate votes and perform subscription services as may be requested or required in connection with any and all Plans filed by the Debtors and provide ballot reports and related balloting and tabulation services to the Debtors and their professionals; (c) generate an official ballot certification and testify, if necessary, in support of the ballot tabulation results; (d) perform such other administrative services in connection with the foregoing as may be requested by the Debtors that are not otherwise allowed under the Notice and Claims Agent Order (defined below). Administrative Agent Services in category (a) above are referred to herein as "**Schedules and Statements Services**."

8. On July 17, 2012, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "**Interim Compensation Order**") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to file and submit monthly fee applications to the Debtors and their counsel, counsel for the Creditors' Committee, counsel for Ally Financial

Inc., counsel for Barclays Bank PLC, and the United States Trustee (collectively, the “**Notice Parties**”).

9. On July 27, 2012, Applicant served its first monthly fee application covering the period from June 1, 2012 through June 30, 2012 (the “**June 2012 Fee Statement**”) on the Notice Parties. On August 29, 2012, Applicant served its second monthly fee application covering the period from July 1, 2012 through July 31, 2012 (the “**July 2012 Fee Statement**” and together with the June 2012 Fee Statement, the “**Monthly Fee Applications**”) on the Notice Parties. Applicant did not receive any objections to the Monthly Fee Applications.

10. For the convenience of this Court and parties in interest, attached hereto as Exhibit B is a schedule of the total amount of fees incurred under each of the approved Administrative Agent Services task descriptions during the Application Period.

11. As of the date hereof, Applicant has not received any payments on its Monthly Fee Applications.

12. Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Committee. These records are maintained in the ordinary course of Applicant’s practice. For the convenience of this Court and all parties in interest, attached hereto as Exhibit C is a billing summary for the Application Period, setting forth the name of each employee who rendered services during the Application Period, the aggregate time expended by each employee, the hourly billing rate for each employee at Applicant’s current billing rates, and the individual amounts requested for each professional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code and as approved in the Retention Order.

13. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines have been served on the Notice Parties with each of the Monthly Fee Applications which are attached hereto as Exhibit D.

14. There is no agreement or understanding between Applicant and any other person for the sharing of compensation to be received for services rendered in the Chapter 11 Cases that would be prohibited by the Bankruptcy Code.

15. Although Applicant has not been paid on its Monthly Fee Statements, payment of Monthly Fee Applications would have been subject to a 20% holdback (as is customary in this District) imposed by the Court on the allowance of fees. The aggregate amount of Applicant's holdback during the Application Period would have been \$18,814.80. Applicant respectfully requests, in connection with the relief requested herein, that the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

16. The fees sought by this Application do not include any fees and disbursements that may be payable by the Debtors for services provided by KCC under the Court's Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 and Granting Related Relief [Docket No. 96] (the "***Notice and Claims Agent Order***"). Procedures for the payment of such fees and disbursements are separately addressed in the Notice and Claims Agent Order. Additionally, no fees and disbursements for services provided to the Debtors under the Administrative Agent Order are or will be sought to be paid under the Notice and Claims Agent Order.

**DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

17. During the Application Period, KCC committed a team lead by a Senior Managing Consultant with extensive experience and expertise in Administrative Agent Services to assist the Debtors with preparation of their Schedules and Statements. KCC's Senior Managing Consultant and Consultants worked closely with the Debtors and their representatives and counsel. As part of this commitment to the Debtors' chapter 11 cases, the KCC team was available to the Debtors and their counsel around the clock.

18. The services provided included compiling and preparing data for inclusion in the Debtors' Schedules and Statements and inputting such data into KCC's proprietary database. The case team also prepared drafts of the Schedules and Statements and held numerous conference calls with the Debtors and their professionals regarding the preparation of the Schedules and Statements.

19. The foregoing descriptions of services rendered by Applicant is not intended to be exhaustive of the scope of Schedules and Statements Services in the Chapter 11 Cases. The time records attached hereto as part of Exhibit D present more completely the work performed by Applicant during the Application Period.

CONCLUSION

20. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

21. Applicant therefore requests an order (i) approving interim compensation in the amount of \$94,074.00 and interim reimbursement of expenses in the amount of \$0.00,

(ii) directing payment of all compensation held back in connection with the Monthly Fee

Applications, and (iii) granting such other and further relief as may be just and proper.

Dated: El Segundo, California
October 18, 2012

KURTZMAN CARSON CONSULTANTS LLC

By: /s/ Drake D. Foster
Drake D. Foster
2335 Alaska Avenue
El Segundo, California 90245
(310) 823-9000

Administrative Agent for the Debtors

EXHIBIT A

Drake D. Foster
KURTZMAN CARSON CONSULTANTS, LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (310) 776-7334
Facsimile: (310) 776-8334

Administrative Agent for the Debtors and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
FIRST INTERIM APPLICATION OF KURTZMAN CARSON CONSULTANTS LLC AS
ADMINISTRATIVE AGENT FOR THE DEBTORS FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012**

I, Drake D. Foster, hereby certify that:

1. I am a General Counsel with the applicant firm, Kurtzman Carson Consultants LLC (the “**Firm**”), which serves as Administrative Agent to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).
2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-389, effective as of December 4, 2009 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on

January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), in connection with the Firm’s application, dated October 19, 2012 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing May 14, 2012 through and including August 31, 2012, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section A.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month.

5. In respect of Section A.3 of the Local Guidelines, I certify that each of the Debtors, their attorneys, and the United States Trustee for the Southern District of New York is being provided with a copy of the Application.

Dated: October 18, 2012

/s/ Drake D. Foster
DRAKE D. FOSTER
KURTZMAN CARSON CONSULTANTS LLC
Administrative Agent for Residential Capital, LLC, et al.

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY KURTZMAN CARSON CONSULTANTS LLC ON BEHALF OF THE DEBTORS
FOR THE PERIOD MAY 14 2012 THROUGH AUGUST 31, 2012**

Compensation by Matter

Project Category	Hours	Amount
Schedules & SOFA	361.8	\$94,074.00
Total:	361.8	\$94,074.00

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL BY
KURTZMAN CARSON CONSULTANTS LLC ON BEHALF OF THE DEBTORS FOR
THE PERIOD MAY 14 2012 THROUGH AUGUST 31, 2012**

Name	Initials	Position	Hours	Hourly Rate	Total
Albert Kass	AHK	Senior Managing Consultant	15.9	\$295	\$4,690.50
Alison Tearnen	AMT	Senior Managing Consultant	69.9	\$295	\$20,620.50
Chris Schepper	CRS	Senior Managing Consultant	37.8	\$295	\$11,151.00
Evan Gershbein	EJG	Senior Managing Consultant	21.5	\$295	\$6,342.50
Gil Hopenstand	GHO	Senior Consultant	2.5	\$275	\$687.50
Leticia Salas	LES	Senior Consultant	12.6	\$250	\$3,150.00
Patrick Morrow	PJM	Senior Consultant	124.7	\$250	\$31,175.00
Alvaro Salas	ASA	Consultant	0.5	\$200	\$100.00
Melissa Loomis	MEL	Consultant	54.7	\$220	\$12,034.00
Heidi Soto	HTS	Technical Programming Consultant	1.3	\$190	\$247.00
Shamick Bindra	SBI	Technical Programming Consultant	20.4	\$190	\$3,876.00

Total: \$94,074.00

EXHIBIT D

Drake D. Foster
KURTZMAN CARSON CONSULTANTS, LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (310) 776-7334
Facsimile: (310) 776-8334

Administrative Agent for the Debtors and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**STATEMENT OF FEES AND DISBURSEMENTS OF
KURTZMAN CARSON CONSULTANTS, LLC FOR THE
PERIOD JUNE 1, 2012 THROUGH JUNE 30, 2012**

Kurtzman Carson Consultants, LLC (“**KCC**”), Administrative Agent for the above-captioned debtors and debtors in possession (the “**Debtors**”) pursuant to the Court’s Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. BNankr. P. 2014 Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent, *Nunc Pro Tunc* to the Petition Date [Docket No. 798] (the “**Administrative Agent Order**”), submits this statement of fees and disbursements (this “**Statement**”) for June 1, 2012 through June 30, 2012 (the “**Interim Period**”),

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredited Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

in accordance with the Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated July 17, 2012 [Docket No. 797] (the "*Interim Compensation Order*").

A. Total KCC Fees and Expenses for the Interim Period:

Total Fees: \$79,853.00 Total Expenses: \$ 0.00

B. Payment Now Sought by this Statement

Fees: \$63,882.40 (80% of above total fees)

Expenses: \$ 0.00

Total now sought: \$63,882.40

1. A list of KCC employees providing services for the period covered by this statement, their respective billing rates, and the aggregate hours spent by each employee is attached hereto as **Exhibit A**.

2. An invoice containing contemporaneously-maintained, detailed time narratives for each individual who provided services to the Debtors during the Interim Period is attached hereto as **Exhibit B**.

3. The fees and disbursements sought by this Statement do not include any fees and disbursements that may be payable by the Debtors for services provided by KCC under the Court's Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 and Granting Related Relief [Docket No. 96] (the "*Notice and Claims Agent Order*"). Procedures for the payment of such fees and disbursements are separately addressed in the Notice and Claims Agent Order. Additionally, no fees and

disbursements for services provided to the Debtors under the Administrative Agent Order are or will be sought to be paid under the Notice and Claims Agent Order.

4. KCC's fees for the Interim Period have been calculated on the basis of KCC's usual and customary hourly rates for its employees in these cases and are consistent with the Administrative Agent Order and those charged by comparable firms of KCC's size and stature. These rates are set at a level designed to fairly compensate the firm for the work of its employees and to cover fixed and routine overhead expenses.

5. Out-of-pocket expenses, such as photocopying, telecommunications, postage, package delivery charges, and travel expenses are not included in KCC's hourly rates for employees and would be billed separately.

6. KCC reserves the right to amend the amounts listed in **Exhibits A** and **B** in the event that a subsequent review of KCC's records reveals that additional services were rendered or expenses incurred on behalf of the Debtors, which were not processed in advance of this statement. In the event such amendments are required, KCC reserves the right to seek such additional fees or expenses in any fee applications subsequently filed with the court.

7. Pursuant to the Interim Compensation Order, this Statement will be served upon (i) counsel for the Debtors, Morrison & Foerster LLP (Attn: Darren M. Nashelsky, Gary S. Lee and Lorenzo Marinuzzi); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (iii) counsel for the Official Committee of Unsecured Creditors (the "Creditors' Committee"), c/o Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Kenneth H. Eckstein and Douglas H. Mannal); (iv) counsel for Ally Financial Inc., Kirkland & Ellis, 601 Lexington Avenue, New York, NY

10022 (Attn: Richard M. Cieri and Ray C. Schrock); and (v) counsel for Barclays Bank PLC, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Kenneth S. Ziman and Jonathan H. Hofer).

Dated: July 27, 2012

Respectfully submitted,
KURTZMAN CARSON CONSULTANTS, LLC



Drake D. Foster
KURTZMAN CARSON CONSULTANTS, LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (310) 776-7334
Facsimile: (310) 776-8334

Administrative Agent for the Debtors and Debtors in Possession

EXHIBIT A

**SUMMARIES OF SERVICES PERFORMED
DURING THE INTERIM PERIOD**

I. SUMMARY OF SERVICES PERFORMED BY KCC EMPLOYEES

Senior Managing Consultants	Initials	Hours	Rate/Hr.	Amount
Albert Kass	AHK	13.9	\$295	\$4,100.50
Alison Tearnen	AMT	58.1	\$295	\$17,139.50
Chris Schepper	CRS	35.7	\$295	\$10,531.50
Evan Gershbein	EJG	20.8	\$295	\$6,136.00
Senior Consultants				
Gil Hopenstand	GHO	2.5	\$275	\$687.50
Leticia Salas	LES	12.6	\$250	\$3,150.00
Patrick Morrow	PJM	99.9	\$250	\$24,975.00
Consultants				
Alvaro Salas	ASA	.5	\$200	\$100.00
Melissa Loomis	MEL	40.5	\$220	\$8,910.00
Technical Programming Consultants				
Heidi Soto	HTS	1.3	\$190	\$247.00
Shamick Bindra	SBI	20.4	\$190	\$3,876.00
Total				\$79,853.00

II. SUMMARY OF SERVICES PERFORMED BY PROJECT BILLING

Project Category	Hours	Amount
Schedules & SOFA	306.2	\$79,853.00
Total:	306.2	\$79,853.00

EXHIBIT B

INVOICE FOR INTERIM PERIOD



July 19, 2012

Residential Capital, LLC
Tammy Hamzehpour, Esq.
1100 Virginia Drive
Fort Washington, PA 19034

Re: Residential Capital, LLC
USBC Case No, 12-12020

Dear Tammy Hamzehpour:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period June 11, 2012 to June 30, 2012 in the amount of \$79,853.00 for the above reference matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please feel free to contact me at (310) 776-7377 or gmullins@kccllc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "G. Mullins", is written over a light blue rectangular background.

Gerry M. Mullins
Chief Financial Officer

Enclosures



July 19, 2012

Copy Parties

Larren Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Jill Horner
Residential Funding Co., LLC
8400 Normandale Lake Blvd., Suite 350
Minneapolis, MN 55437

Kenneth Eckstein
Kramer Levin Naftallis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036

Kurtzman Carson Consultants LLC

Account Number	70109KCC	Invoice Date	July 19, 2012
Invoice Number	US_KCC451976	Due Date	Due upon receipt

Residential Capital, LLC

Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$79,853.00
<i>Total of Hourly Fees</i>	\$79,853.00
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Total Invoice</i>	\$79,853.00

----- Please detach and return this portion of the statement with your check to KCC. -----

Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70109KCC
Invoice Number US_KCC451976
Total Amount Due \$79,853.00
Amount Paid \$

Check Payments to:
Kurtzman Carson Consultants LLC
Dept CH 16639
Palatine, IL 60055-6639

Wire Payments to:
Kurtzman Carson Consultants LLC
HSBC Bank, NA
452 Fifth Avenue, New York, NY 10018
Account # 000183571
FED ABA # 021001088
ACH Routing # 022000020

Kurtzman Carson Consultants LLC

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AHK	Albert Kass	SMC	13.90	\$295.00	\$4,100.50
AMT	Alison Tearnen	SMC	58.10	\$295.00	\$17,139.50
ASA	Alvaro Salas	CON	0.50	\$200.00	\$100.00
CRS	Chris Schepper	SMC	35.70	\$295.00	\$10,531.50
EJG	Evan Gershbein	SMC	20.80	\$295.00	\$6,136.00
GHO	Gil Hopenstand	SC	2.50	\$275.00	\$687.50
HTS	Heidi Soto	TPC	1.30	\$190.00	\$247.00
LES	Leticia Salas	SC	12.60	\$250.00	\$3,150.00
MEL	Melissa Loomis	CON	40.50	\$220.00	\$8,910.00
PJM	Patrick Morrow	SC	99.90	\$250.00	\$24,975.00
SBI	Shamick Bindra	TPC	20.40	\$190.00	\$3,876.00
<i>Total</i>					<i>\$79,853.00</i>

Kurtzman Carson Consultants LLC

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/11/2012	CRS	Review files for Schedule G and discuss estimate for work	SMC	Schedules & SOFA	0.30
Total for 6/11/2012					0.30
6/19/2012	PJM	Prepare for upcoming filing of Schedules & SOFA data; review case materials and prepare templates, tracking sheets	SC	Schedules & SOFA	1.40
Total for 6/19/2012					1.40
6/20/2012	LES	Office conference with KCC team re schedules and sofa	SC	Communications / Call Center	0.20
6/20/2012	AMT	Prepare updated parser files for schedules and statements	SMC	Schedules & SOFA	0.50
6/20/2012	AMT	Attend team meeting re schedule and statements prep	SMC	Schedules & SOFA	0.40
6/20/2012	AMT	Correspondence with FTI re preparation of schedules and statements	SMC	Schedules & SOFA	0.80
6/20/2012	CRS	Discuss logistics for preparing Schedules & SOFA	SMC	Schedules & SOFA	0.60
6/20/2012	EJG	Attention to Schedules and SOFA status and timing for filing	SMC	Schedules & SOFA	0.30
6/20/2012	HTS	Update Schedule/SOFA parsers to save files as .xlsx instead of .xls, to avoid an unnecessary prompt on opening the files.	TPC	Schedules & SOFA	0.20
6/20/2012	PJM	Prepare for and attend office conference re upcoming filing of Schedules & SOFA data; review case materials and prepare templates, tracking sheets and cover pages; follow-up re same	SC	Schedules & SOFA	4.20
6/20/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding Schedule & SOFA preparation; prepare for and participate in KCC team meeting regarding the same	SMC	Schedules & SOFA	0.70
Total for 6/20/2012					7.90
6/21/2012	AMT	Review and format various SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	5.20
6/21/2012	CRS	Discuss 327 retention app and email corr re same	SMC	Schedules & SOFA	0.30
6/21/2012	CRS	Review files and questions re same; discuss with AMTS	SMC	Schedules & SOFA	0.50
6/21/2012	CRS	Review email corr re SOFA 1 and 2; discuss with AMTS	SMC	Schedules & SOFA	0.20
6/21/2012	HTS	Generate Schedules and SOFA download report, requested by A. Teamen Schepper per incident 23449	TPC	Case Administration / Maintenance	0.10
6/21/2012	PJM	Review and prepare SOFA data for input into KCC CaseView; prepare updates and review tracking sheet; follow-up re same	SC	Schedules & SOFA	4.10
6/21/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding Schedule & SOFA preparation	SMC	Schedules & SOFA	0.30
Total for 6/21/2012					10.70
6/22/2012	AMT	Review and format various SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	5.60
6/22/2012	CRS	Discuss logistics for Schedules & SOFA	SMC	Schedules & SOFA	0.30
6/22/2012	CRS	Review SOFA files and coordinate upload to KCC CaseView; review initial drafts	SMC	Schedules & SOFA	1.80
6/22/2012	PJM	Correspondence re sample Schedules data; review data and templates and prepare procedures for reviewing and formatting data; follow-up re same	SC	Schedules & SOFA	1.40
6/22/2012	PJM	Review and prepare SOFA data for input into KCC CaseView; prepare updates and review tracking sheet; follow-up re same	SC	Schedules & SOFA	4.50

Kurtzman Carson Consultants LLC

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 6/22/2012					13.60
6/23/2012	AMT	Review and format various SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	4.50
6/23/2012	CRS	Review update SOFA data and coordinate upload into KCC CaseView	SMC	Schedules & SOFA	3.20
6/23/2012	PJM	Review and prepare updates to tracking sheet of SOFA data; follow-up re same	SC	Schedules & SOFA	1.80
6/23/2012	PJM	Prepare updates to SOFA 10, 19, 1 and 2 data; review SOFA attachments and input data; follow-up re same	SC	Schedules & SOFA	4.70
Total for 6/23/2012					14.20
6/24/2012	AMT	Review and format various SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	5.20
6/24/2012	CRS	Review incoming SOAL items B2, B13 and B16; reformat and upload to KCC CaseView; coordinate with AMTS	SMC	Schedules & SOFA	5.30
6/24/2012	PJM	Review and format Schedule F and G data; prepare master tracking sheet; prepare comments re updates; prepare master template and procedures for review of data; follow-up re same	SC	Schedules & SOFA	5.20
6/24/2012	PJM	Prepare updates to SOFA data; review SOFA attachments and input data; follow-up re same	SC	Schedules & SOFA	2.40
6/24/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding Schedule & SOFA preparation; review of data regarding the same	SMC	Schedules & SOFA	0.50
Total for 6/24/2012					18.60
6/25/2012	AMT	Quality control review of various SOAL and SOFA file uploads	SMC	Schedules & SOFA	3.50
6/25/2012	AMT	Review Schedule and SOFA drafts	SMC	Schedules & SOFA	4.30
6/25/2012	AMT	Review and format various SOAL and SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	5.80
6/25/2012	CRS	Review incoming SOAL items B28 and SOAL H; reformat and upload to KCC CaseView	SMC	Schedules & SOFA	1.40
6/25/2012	CRS	Review updated Schedule F and Schedule G files	SMC	Schedules & SOFA	0.30
6/25/2012	CRS	Review formatted Schedule G and make notes for FTI	SMC	Schedules & SOFA	0.60
6/25/2012	CRS	Reformat and prep Schedule E for upload to KCC CaseView	SMC	Schedules & SOFA	1.90
6/25/2012	CRS	Review updated Schedule E and discuss with AMTS	SMC	Schedules & SOFA	0.30
6/25/2012	CRS	Draft email to FTI re status of SOFAs	SMC	Schedules & SOFA	0.30
6/25/2012	CRS	Update SOFA 10a, reformat and generate new drafts	SMC	Schedules & SOFA	1.30
6/25/2012	CRS	Generate SOFA Drafts; review and revise	SMC	Schedules & SOFA	4.50
6/25/2012	CRS	Review new SOFA files and discuss with AMTS	SMC	Schedules & SOFA	0.50
6/25/2012	CRS	Review SOAL D lienholders and discuss formatting with AMTS	SMC	Schedules & SOFA	0.30
6/25/2012	CRS	Review SOAL back end files; reconcile with drafts and make corrections	SMC	Schedules & SOFA	1.20
6/25/2012	HTS	Provide technical assistance importing data into schedules A and B, requested by A. Teamen Schepper, incident 23470	TPC	Schedules & SOFA	1.00
6/25/2012	PJM	Prepare for and attend conference call re updates to Schedules & SOFA data; follow-up re same	SC	Schedules & SOFA	1.50
6/25/2012	PJM	Review and format Schedule F data; prepare correspondence re open items and suggested revisions; follow-up re same	SC	Schedules & SOFA	3.20

Kurtzman Carson Consultants LLC

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/25/2012	PJM	Review and format Schedule G data; prepare correspondence re open items and suggested revisions; follow-up re same	SC	Schedules & SOFA	2.70
6/25/2012	PJM	Generate drafts for Schedules of Assets and Liabilities; review and follow-up re same	SC	Schedules & SOFA	1.50
6/25/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding Schedule & SOFA preparation; review of data regarding the same	SMC	Schedules & SOFA	1.30
Total for 6/25/2012					37.40
6/26/2012	AMT	Quality control review of various SOAL and SOFA file uploads	SMC	Schedules & SOFA	1.90
6/26/2012	AMT	Review Schedule and SOFA drafts	SMC	Schedules & SOFA	2.10
6/26/2012	AMT	Review and format various SOAL and SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	3.60
6/26/2012	CRS	Review updated Schedule D; discuss importation with AMTS	SMC	Schedules & SOFA	0.20
6/26/2012	CRS	Review updated SOAL 1 and SOAL 9	SMC	Schedules & SOFA	0.20
6/26/2012	CRS	Review updated Schedule G and email corr re same	SMC	Schedules & SOFA	0.30
6/26/2012	CRS	Review update emails and coordinate handling by team	SMC	Schedules & SOFA	0.30
6/26/2012	CRS	Review updated files and discuss revisions with AMTS	SMC	Schedules & SOFA	0.60
6/26/2012	CRS	Coordinate signature page authorizations	SMC	Schedules & SOFA	0.20
6/26/2012	CRS	Review updated Schedule D and F files; discuss changes with AMTS	SMC	Schedules & SOFA	0.60
6/26/2012	CRS	Review Schedule H updates; discuss with AMTS	SMC	Schedules & SOFA	0.20
6/26/2012	PJM	Prepare updated tracking sheet; prepare follow-up correspondence re open items	SC	Schedules & SOFA	0.80
6/26/2012	PJM	Review Schedules drafts; prepare updates to data and attachments per review; follow-up re same	SC	Schedules & SOFA	1.50
6/26/2012	PJM	Review and revise Schedule F data; prepare correspondence re open items and suggested revisions; follow-up re same	SC	Schedules & SOFA	1.80
6/26/2012	PJM	Review and revise Schedule G data; prepare correspondence re open items and suggested revisions; follow-up re same	SC	Schedules & SOFA	3.20
6/26/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding Schedule & SOFA preparation; review of data regarding the same	SMC	Schedules & SOFA	1.30
Total for 6/26/2012					18.80
6/27/2012	AMT	Review and format various SOAL and SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	3.20
6/27/2012	AMT	Review Schedule and SOFA drafts	SMC	Schedules & SOFA	2.40
6/27/2012	AMT	Quality control review of various SOAL and SOFA file uploads	SMC	Schedules & SOFA	0.80
6/27/2012	CRS	Discuss logistics for updates and drafts heading into filing deadline	SMC	Schedules & SOFA	0.60
6/27/2012	CRS	Discuss status of SOFA 4a and 3b; email corr re same	SMC	Schedules & SOFA	0.20
6/27/2012	CRS	Review back end file for SOFA 22b	SMC	Schedules & SOFA	0.20
6/27/2012	CRS	Review updates to Schedule G	SMC	Schedules & SOFA	0.10
6/27/2012	CRS	Review Schedule drafts before sending to FTI	SMC	Schedules & SOFA	0.80
6/27/2012	PJM	Input, review and prepare updates to SOFA data; prepare summary of changes and update tracking sheet; follow-up correspondence re same	SC	Schedules & SOFA	2.20

Kurtzman Carson Consultants LLC

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/27/2012	PJM	Input, review and prepare updates to Schedules data; prepare summary of changes and update tracking sheet; follow-up correspondence re same	SC	Schedules & SOFA	4.80
6/27/2012	SBI	Prepare, review and revise Schedule & SOFA data as per counsel and FTI comments; correspondence with KCC team regarding the same	TPC	Schedules & SOFA	1.70
6/27/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding Schedule & SOFA preparation; research regarding the same	SMC	Schedules & SOFA	0.60
Total for 6/27/2012					17.60
6/28/2012	AMT	Prepare for and participate in conference call re Schedules and SOFA filing	SMC	Schedules & SOFA	0.50
6/28/2012	AMT	Review and format various SOAL and SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	4.60
6/28/2012	ASA	Schedules and SOFA meeting	CON	Administrative	0.50
6/28/2012	EJG	Review and implement Schedules updates re A, B3, B15 and B18 into KCC CaseView, including preparation of exhibit attachments re same	SMC	Schedules & SOFA	2.60
6/28/2012	EJG	Review and implement SOFA updates re 4a, 22 and 23 into KCC CaseView, including preparation of exhibit attachments re same	SMC	Schedules & SOFA	3.50
6/28/2012	EJG	Generate and review draft Schedules and SOFAs	SMC	Schedules & SOFA	0.90
6/28/2012	MEL	Generate Schedules drafts and Review	CON	Schedules & SOFA	5.30
6/28/2012	MEL	Generate SOFA drafts and Review	CON	Schedules & SOFA	5.10
6/28/2012	MEL	Review and Update SOFA Items	CON	Schedules & SOFA	3.50
6/28/2012	PJM	Generate and review draft Schedules documents for all debtors; prepare comments for various updates; follow-up correspondence re same	SC	Schedules & SOFA	3.50
6/28/2012	PJM	Generate and review draft SOFA documents for all debtors; prepare comments for various updates; follow-up correspondence re same	SC	Schedules & SOFA	2.50
6/28/2012	PJM	Input, review and prepare updates to SOFA data; prepare summary of changes and update tracking sheet; follow-up correspondence re same	SC	Schedules & SOFA	5.00
6/28/2012	PJM	Input, review and prepare updates to Schedules data; prepare summary of changes and update tracking sheet; follow-up correspondence re same	SC	Schedules & SOFA	6.00
6/28/2012	PJM	Prepare for and attend conference call re updated Schedules & SOFA data, timeline and review of documents; follow-up re same	SC	Schedules & SOFA	1.00
6/28/2012	SBI	Prepare, review and revise Schedule & SOFA data as per counsel and FTI comments; correspondence with KCC team regarding the same	TPC	Schedules & SOFA	6.10
6/28/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding Schedule & SOFA preparation; review data regarding the same	SMC	Schedules & SOFA	2.30
Total for 6/28/2012					52.90
6/29/2012	LES	Input, review and revise statement of financial affairs	SC	Schedules & SOFA	2.10
6/29/2012	LES	Input, review and revise schedules	SC	Schedules & SOFA	2.10
6/29/2012	LES	Generate statement of financial affairs drafts, review and update	SC	Schedules & SOFA	2.10
6/29/2012	LES	Generate schedules drafts, review and update	SC	Schedules & SOFA	2.10
6/29/2012	AMT	Review and format various SOAL and SOFA files for upload in KCC CaseView	SMC	Schedules & SOFA	3.20
6/29/2012	CRS	Update Schedule F-3 attachments; review to confirm changes	SMC	Schedules & SOFA	0.90
6/29/2012	CRS	Update Schedule D-1 attachments; review to confirm changes	SMC	Schedules & SOFA	0.80

Kurtzman Carson Consultants LLC

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/29/2012	CRS	Review updated SOAL G and H; coordinate changes	SMC	Schedules & SOFA	0.60
6/29/2012	CRS	Review incoming Schedules and SOFA updates; determine time requirements and coordinate upload of changes	SMC	Schedules & SOFA	2.40
6/29/2012	CRS	Review updates to SOAL b18 and upload into KCC CaseView	SMC	Schedules & SOFA	1.40
6/29/2012	EJG	Review and implement SOFA 4a and 19 updates into KCC CaseView, including revising exhibit attachments re same	SMC	Schedules & SOFA	3.80
6/29/2012	GHO	Review and revise SOFA data per FTI instructions; administrative review of schedules	SC	Schedules & SOFA	2.50
6/29/2012	MEL	Generate Schedules drafts and Review	CON	Schedules & SOFA	5.30
6/29/2012	MEL	Generate SOFA drafts and Review	CON	Schedules & SOFA	4.90
6/29/2012	MEL	Review and Update Schedules Items	CON	Schedules & SOFA	5.90
6/29/2012	MEL	Review and Update SOFA Items	CON	Schedules & SOFA	4.90
6/29/2012	PJM	Prepare for and attend conference call re updated Schedules & SOFA data, timeline and review of documents; follow-up re same	SC	Schedules & SOFA	1.00
6/29/2012	PJM	Input, review and prepare updates to Schedules data; prepare summary of changes and update tracking sheet; follow-up correspondence re same	SC	Schedules & SOFA	6.50
6/29/2012	PJM	Generate and review draft Schedules documents for all debtors; prepare comments for various updates; follow-up correspondence re same	SC	Schedules & SOFA	4.00
6/29/2012	PJM	Generate and review draft SOFA documents for all debtors; prepare comments for various updates; follow-up correspondence re same	SC	Schedules & SOFA	2.50
6/29/2012	PJM	Input, review and prepare updates to SOFA data; prepare summary of changes and update tracking sheet; follow-up correspondence re same	SC	Schedules & SOFA	5.00
6/29/2012	SBI	Prepare, review and revise Schedule & SOFA data as per counsel and FTI comments; correspondence with KCC team regarding the same	TPC	Schedules & SOFA	7.20
6/29/2012	AHK	Prepare for and participate in teleconference with Morrison, FTI, the company and KCC teams regarding Schedule & SOFA preparation; research regarding the same	SMC	Schedules & SOFA	0.70
6/29/2012	AHK	Prepare, review and revise multiple correspondence with Morrison, FTI and KCC teams regarding Schedule & SOFA preparation; facilitate and coordinate review and revision of data pursuant to Morrison and FTI's comments; research regarding the same	SMC	Schedules & SOFA	2.90
Total for 6/29/2012					74.80
6/30/2012	LES	Input, review and revise statement of financial affairs	SC	Schedules & SOFA	1.00
6/30/2012	LES	Input, review and revise schedules	SC	Schedules & SOFA	1.00
6/30/2012	LES	Generate statement of financial affairs drafts, review and update	SC	Schedules & SOFA	1.00
6/30/2012	LES	Generate schedules drafts, review and update	SC	Schedules & SOFA	1.00
6/30/2012	EJG	Receive, review and implement various Schedule updates into KCC CaseView, including revising exhibit attachments re same and email communication with M Bernstein, M Stone, M Talarico and P Raines re same and telephone conference with M Talarico re same	SMC	Schedules & SOFA	4.30
6/30/2012	EJG	Receive, review and implement various SOFA updates into KCC CaseView, including revising exhibit attachments re same and email communication with M Bernstein, M Brennan and H Chiu re same	SMC	Schedules & SOFA	3.60
6/30/2012	EJG	Generate and review draft Schedules and SOFAs	SMC	Schedules & SOFA	1.80
6/30/2012	MEL	Generate Schedules drafts and Review	CON	Schedules & SOFA	2.40

Kurtzman Carson Consultants LLC

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
6/30/2012	MEL	Review and Update Schedules Items	CON	Schedules & SOFA	3.20
6/30/2012	PJM	Generate and review draft Schedules documents for all debtors; prepare comments for various updates; follow-up correspondence re same	SC	Schedules & SOFA	3.00
6/30/2012	PJM	Generate and review draft SOFA documents for all debtors; prepare comments for various updates; follow-up correspondence re same	SC	Schedules & SOFA	1.50
6/30/2012	PJM	Input, review and prepare updates to SOFA data; prepare summary of changes and update tracking sheet; follow-up correspondence re same	SC	Schedules & SOFA	1.50
6/30/2012	PJM	Input, review and prepare updates to Schedules data; prepare summary of changes and update tracking sheet; follow-up correspondence re possible amendments to data	SC	Schedules & SOFA	4.00
6/30/2012	SBI	Prepare, review and revise Schedule & SOFA data as per counsel and FTI comments; correspondence with KCC team regarding the same	TPC	Schedules & SOFA	5.40
6/30/2012	AHK	Prepare, review and revise multiple correspondence with Morrison, FTI and KCC teams regarding Schedule & SOFA preparation; facilitate and coordinate review and revision of data pursuant to Morrison and FTI's comments; research regarding the same	SMC	Schedules & SOFA	3.30
<i>Total for 6/30/2012</i>					<i>38.00</i>
<i>Total Hours</i>					<i>306.20</i>

Kurtzman Carson Consultants LLC

Expenses

Description

Units

Rate

Amount

Total Expenses

Drake D. Foster
KURTZMAN CARSON CONSULTANTS, LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (310) 776-7334
Facsimile: (310) 776-8334

Administrative Agent for the Debtors and Debtors In Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,¹

Debtors.

Chapter 11

Case No. 12-12020 (MG)

Jointly Administered

**STATEMENT OF FEES AND DISBURSEMENTS OF
KURTZMAN CARSON CONSULTANTS, LLC FOR THE
PERIOD JULY 1, 2012 THROUGH JULY 31, 2012**

Kurtzman Carson Consultants, LLC (“**KCC**”), Administrative Agent for the above-captioned debtors and debtors in possession (the “**Debtors**”) pursuant to the Court’s Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent, *Nunc Pro Tunc* to the Petition Date [Docket No. 798] (the “**Administrative Agent Order**”), submits this statement of fees and disbursements (this “**Statement**”) for July 1, 2012 through July 31, 2012 (the “**Interim Period**”),

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredited Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

in accordance with the Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated July 17, 2012 [Docket No. 797] (the "*Interim Compensation Order*").

A. Total KCC Fees and Expenses for the Interim Period:

Total Fees: \$14,221.00 Total Expenses: \$ 0.00

B. Payment Now Sought by this Statement

Fees: \$11,376.80 (80% of above total fees)

Expenses: \$ 0.00

Total now sought: \$11,376.80

1. A list of KCC employees providing services for the period covered by this statement, their respective billing rates, and the aggregate hours spent by each employee is attached hereto as **Exhibit A**.

2. An invoice containing contemporaneously-maintained, detailed time narratives for each individual who provided services to the Debtors during the Interim Period is attached hereto as **Exhibit B**.

3. The fees and disbursements sought by this Statement do not include any fees and disbursements that may be payable by the Debtors for services provided by KCC under the Court's Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 and Granting Related Relief [Docket No. 96] (the "*Notice and Claims Agent Order*"). Procedures for the payment of such fees and disbursements are separately addressed in the Notice and Claims Agent Order. Additionally, no fees and

disbursements for services provided to the Debtors under the Administrative Agent Order are or will be sought to be paid under the Notice and Claims Agent Order.

4. KCC's fees for the Interim Period have been calculated on the basis of KCC's usual and customary hourly rates for its employees in these cases and are consistent with the Administrative Agent Order and those charged by comparable firms of KCC's size and stature. These rates are set at a level designed to fairly compensate the firm for the work of its employees and to cover fixed and routine overhead expenses.

5. Out-of-pocket expenses, such as photocopying, telecommunications, postage, package delivery charges, and travel expenses are not included in KCC's hourly rates for employees and would be billed separately.

6. KCC reserves the right to amend the amounts listed in **Exhibits A** and **B** in the event that a subsequent review of KCC's records reveals that additional services were rendered or expenses incurred on behalf of the Debtors, which were not processed in advance of this statement. In the event such amendments are required, KCC reserves the right to seek such additional fees or expenses in any fee applications subsequently filed with the court.

7. Pursuant to the Interim Compensation Order, this Statement will be served upon (i) counsel for the Debtors, Morrison & Foerster LLP (Attn: Darren M. Nashelsky, Gary S. Lee and Lorenzo Marinuzzi); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (iii) counsel for the Official Committee of Unsecured Creditors (the "Creditors' Committee"), c/o Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Kenneth H. Eckstein and Douglas H. Mannal); (iv) counsel for Ally Financial Inc., Kirkland & Ellis, 601 Lexington Avenue, New York, NY

10022 (Attn: Richard M. Cieri and Ray C. Schrock); and (v) counsel for Barclays Bank PLC, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Kenneth S. Ziman and Jonathan H. Hofer).

Dated: August 29, 2012

Respectfully submitted,
KURTZMAN CARSON CONSULTANTS, LLC



Drake D. Foster
KURTZMAN CARSON CONSULTANTS, LLC
2335 Alaska Avenue
El Segundo, California 90245
Telephone: (310) 776-7334
Facsimile: (310) 776-8334

Administrative Agent for the Debtors and Debtors in Possession

EXHIBIT A

**SUMMARIES OF SERVICES PERFORMED
DURING THE INTERIM PERIOD**

I. SUMMARY OF SERVICES PERFORMED BY KCC EMPLOYEES

Name	Initials	Position	Hours	Hourly Rate	Total
Albert Kass	AHK	Senior Managing Consultant	2	\$295	\$590.00
Alison Tearnen	AMT	Senior Managing Consultant	11.8	\$295	\$3,481.00
Chris Schepper	CRS	Senior Managing Consultant	2.1	\$295	\$619.50
Evan Gershbein	EJG	Senior Managing Consultant	0.7	\$295	\$206.50
Patrick Morrow	PJM	Senior Consultant	24.8	\$250	\$6,200.00
Melissa Loomis	MEL	Consultant	14.2	\$220	\$3,124.00

Total: \$14,221.00

II. SUMMARY OF SERVICES PERFORMED BY PROJECT BILLING

Project Category	Hours	Amount
Schedules & SOFA	55.6	\$14,221.00
Total:	55.6	\$14,221.00

EXHIBIT B

INVOICE FOR INTERIM PERIOD



August 27, 2012

Residential Capital, LLC
Tammy Hamzehpour, Esq.
1100 Virginia Drive
Fort Washington, PA 19034

Re: Residential Capital, LLC
USBC Case No. 12-12020

Dear Tammy Hamzehpour, Esq.:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period July 1, 2012 to July 31, 2012 in the amount of \$14,221.00 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 776-7377 or gmullins@kccllc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "G. Mullins", with a stylized flourish at the end.

Gerry Mullins
Chief Financial Officer

Enclosures



August 27, 2012

Copy Parties

Larren Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Jill Horner
Residential Funding Co., LLC
8400 Normandale Lake Blvd., Suite 350
Minneapolis, MN 55437

Kenneth Eckstein
Kramer Levin Naftallis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036

Kurtzman Carson Consultants LLC

Account Number	70109KCC	Invoice Date	August 27, 2012
Invoice Number	US_KCC457840	Due Date	Due upon receipt

Residential Capital, LLC

Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$14,221.00
<i>Total of Hourly Fees</i>	\$14,221.00
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Total Invoice</i>	\$14,221.00

----- Please detach and return this portion of the statement with your check to KCC. -----

Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70109KCC
Invoice Number US_KCC457840
Total Amount Due \$14,221.00
Amount Paid \$

Check Payments to:
Kurtzman Carson Consultants LLC
Dept CH 16639
Palatine, IL 60055-6639

Wire Payments to:
Kurtzman Carson Consultants LLC
HSBC Bank, NA
452 Fifth Avenue, New York, NY 10018
Account # 000183571
FED ABA # 021001088
ACH Routing # 022000020

Kurtzman Carson Consultants LLC

07/01/2012 - 07/31/2012

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AHK	Albert Kass	SMC	2.00	\$295.00	\$590.00
AMT	Alison Tearnen	SMC	11.80	\$295.00	\$3,481.00
CRS	Chris Schepper	SMC	2.10	\$295.00	\$619.50
EJG	Evan Gershbein	SMC	0.70	\$295.00	\$206.50
MEL	Melissa Loomis	CON	14.20	\$220.00	\$3,124.00
PJM	Patrick Morrow	SC	24.80	\$250.00	\$6,200.00
<i>Total</i>					<i>\$14,221.00</i>

Kurtzman Carson Consultants LLC

07/01/2012 - 07/31/2012

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/1/2012	PJM	Administrative review of filed schedules data; correspondence re possible amendments; follow-up re same	SC	Schedules & SOFA	1.30
Total for 7/1/2012					1.30
7/2/2012	CRS	Review email corr re Schedule G	SMC	Schedules & SOFA	0.10
7/2/2012	EJG	Attention Schedules and SOFAs updates, including email communication and telephone conference with M Bernstein re same	SMC	Schedules & SOFA	0.70
7/2/2012	MEL	Generate SOFA drafts and Review	CON	Schedules & SOFA	3.50
7/2/2012	MEL	Review and Update SOFA Items	CON	Schedules & SOFA	2.40
7/2/2012	PJM	Correspondence re amended D, F, G data; review data and coordinate changes; follow-up re same	SC	Schedules & SOFA	3.20
7/2/2012	AHK	Prepare, review and revise multiple correspondence with Morrison, FTI and KCC teams regarding preparation of amended Schedules	SMC	Schedules & SOFA	0.40
Total for 7/2/2012					10.30
7/3/2012	CRS	Review amended schedules and email corr re same	SMC	Schedules & SOFA	0.20
7/3/2012	MEL	Generate SOFA drafts and Review	CON	Schedules & SOFA	2.10
7/3/2012	MEL	Review and Update SOFA Items	CON	Schedules & SOFA	1.90
7/3/2012	PJM	Correspondence re amended D, F, G data; review data and coordinate changes; follow-up re same	SC	Schedules & SOFA	1.80
7/3/2012	AHK	Prepare, review and revise multiple correspondence with Morrison, FTI and KCC teams regarding amended Schedules preparation	SMC	Schedules & SOFA	0.30
Total for 7/3/2012					6.30
7/9/2012	AMT	Prepare and send schedule and SOFA files to FTI	SMC	Schedules & SOFA	1.70
7/9/2012	CRS	Attention to request for Excel back-up files	SMC	Schedules & SOFA	0.20
Total for 7/9/2012					1.90
7/10/2012	AMT	Prepare and send schedule and SOFA files to FTI	SMC	Schedules & SOFA	1.90
7/10/2012	CRS	Review master files for Schedules and SOFA	SMC	Schedules & SOFA	0.30
Total for 7/10/2012					2.20
7/11/2012	AMT	Review SOFA 3 data	SMC	Schedules & SOFA	0.50
7/11/2012	CRS	Review SOFA 3b and 3c files; discuss formatting with PJM	SMC	Schedules & SOFA	0.30
7/11/2012	PJM	Correspondence with FTI re SOFA 3b and 3c data; review sample data and prepare templates; follow-up correspondence re timing and draft preparations	SC	Schedules & SOFA	1.40
7/11/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding amended SOFA	SMC	Schedules & SOFA	0.40
Total for 7/11/2012					2.60
7/12/2012	AMT	Prepare draft version of Amended SOFA 3b and 3c	SMC	Schedules & SOFA	2.10
7/12/2012	PJM	Administrative quality control review of Schedules & SOFA data; prepare notes and follow-up re same	SC	Schedules & SOFA	1.00

Kurtzman Carson Consultants LLC

07/01/2012 - 07/31/2012

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/12/2012	PJM	Correspondence re upcoming SOFA amendments and additions; review procedure and samples and follow-up re same	SC	Schedules & SOFA	0.80
Total for 7/12/2012					3.90
7/13/2012	CRS	Review amended SOFA drafts and email corr re same	SMC	Schedules & SOFA	0.10
7/13/2012	PJM	Correspondence re upcoming SOFA amendments and additions; review procedure and samples and follow-up re same	SC	Schedules & SOFA	0.40
7/13/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding amended SOFA preparation	SMC	Schedules & SOFA	0.30
Total for 7/13/2012					0.80
7/14/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding amended SOFA preparation	SMC	Schedules & SOFA	0.30
Total for 7/14/2012					0.30
7/15/2012	PJM	Review SOFA 3b and 3c data; prepare exhibits for supplemental SOFAs; generate and review draft SOFAs	SC	Schedules & SOFA	4.60
Total for 7/15/2012					4.60
7/16/2012	PJM	Prepare updates to SOFA 3b and 3c data; prepare exhibits for supplemental SOFAs; generate and review draft SOFAs	SC	Schedules & SOFA	1.20
Total for 7/16/2012					1.20
7/17/2012	AMT	Prepare schedules D, E, F and G for import into KCC CaseView	SMC	Schedules & SOFA	2.60
7/17/2012	CRS	Review updated SOFA 3c draft	SMC	Schedules & SOFA	0.20
7/17/2012	PJM	Correspondence re consolidation of final data for all Scheduled exhibits and data; review data and tracking sheet and follow-up re same	SC	Schedules & SOFA	0.80
7/17/2012	PJM	Prepare updates to SOFA 3b and 3c data; prepare exhibits for supplemental SOFAs; generate and review draft SOFAs	SC	Schedules & SOFA	0.70
Total for 7/17/2012					4.30
7/18/2012	AMT	Send Global Notes to M Bernstein	SMC	Schedules & SOFA	0.30
7/18/2012	CRS	Review updates to SOAL items; discuss with PJM	SMC	Schedules & SOFA	0.70
7/18/2012	MEL	Review and Update SOFA Items	CON	Schedules & SOFA	4.30
7/18/2012	PJM	Correspondence re updates to Schedules & SOFA Data; prepare updates and new drafts; finalize data; follow-up re same	SC	Schedules & SOFA	4.70
7/18/2012	AHK	Prepare, review and revise multiple correspondence with FTI and KCC teams regarding amended SOFA preparation	SMC	Schedules & SOFA	0.30
Total for 7/18/2012					10.30
7/19/2012	AMT	Prepare Master schedules A, B and H	SMC	Schedules & SOFA	2.70
7/19/2012	PJM	Correspondence re consolidation of final data for all Scheduled exhibits and data; review data and tracking sheet and follow-up re same	SC	Schedules & SOFA	0.40
7/19/2012	PJM	Review and format Schedule F files for import into KCC CaseView; review litigation parties and reformat data re same	SC	Schedules & SOFA	1.10

Kurtzman Carson Consultants LLC

07/01/2012 - 07/31/2012

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/19/2012	PJM	Correspondence re updates to Schedules & SOFA Data; prepare updates and new drafts; finalize data; follow-up re same	SC	Schedules & SOFA	0.80
			<i>Total for 7/19/2012</i>		<i>5.00</i>
7/20/2012	PJM	Administrative quality control review of recent amendments and supplements to SOFA and SOAL data; follow-up re same	SC	Schedules & SOFA	0.60
			<i>Total for 7/20/2012</i>		<i>0.60</i>
			<i>Total Hours</i>		<i>55.60</i>

Kurtzman Carson Consultants LLC

07/01/2012 - 07/31/2012

Expenses

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
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Total Expenses